

ALVORD AND ALVORD  
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SUITE 200  
WASHINGTON, D.C.

20006-2973  
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FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

FEB 6 9 20 AM '97

17406 C  
FEB 6 1997

February 5, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) certified copies of a Subordination Acknowledgement, dated as of January 28, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Numbers 17406, ~~17407~~ and ~~17408~~.

The names and addresses of the party to the enclosed document are:

Secured Party: Boatmen's National Bank  
(successor by merger to Bank IV, Pittsburg)  
P.O. Box 599  
Pittsburg, Kansas 66762

A description of the railroad equipment covered by the enclosed document is attached as Exhibit A thereto.

C. D. Stewart

· Mr. Vernon A. Williams  
· February 5, 1997  
Page 2

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg  
Enclosures

MetLife Capital Corporation  
An Affiliate of Metropolitan Life Insurance Company

10900 NE 4th Street, Suite 500, Bellevue, WA 98004-5853  
Mailing Address: C-97550, Bellevue, WA 98009-7550  
Tel 206 451-0090



January 28, 1997

17406 C  
FEB 6 1997 10:25 AM

Mr. Jeff Elliott  
Bank IV, Pittsburg, N.A.  
P. O. Box 599  
Pittsburg, KS 66762

Re: MetLife Loan No. 2001697

Dear Mr. Elliott:

MetLife Capital Corporation is considering financing railcars, per the attached exhibit "A", to **WATCO, Inc., Co-Borrower and Inman Service Company, Inc., Co-Borrower and Titan Rail Services, Inc., Co-Borrower**. Our search of the Interstate Commerce Commission ("ICC") records indicates that you have Security Agreements, with "blanket" language, filed with the ICC under Recordation No.'s 17406, 17407 (recorded June 28, 1991) and 19016 (recorded August 8, 1994) on equipment acquired by WATCO, Inc. and Inman Service Company, Inc..

Please acknowledge that your security interest does not encumber any of the equipment listed above by signing the acknowledgement copy of this letter and returning it to us. Prior to sending, please fax a copy to the undersigned.

Thank you for your consideration in this matter. Should you have any questions, please contact our office.

Respectfully,

METLIFE CAPITAL CORPORATION

A handwritten signature in cursive script that reads "Margaret Vincent".

Margaret Vincent  
Senior Contract Administrator

Direct: (206) 450-1807  
Telefax: (206) 450-3501

Acknowledged this 31<sup>st</sup> day of January, 1997.  
Boatmen's National Bank successor by merger to  
Bank IV, Pittsburg, N.A.

By:  
Its:

A handwritten signature in cursive script, appearing to be "J. S. Elliott", written over a horizontal line.  
Vice President

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001**

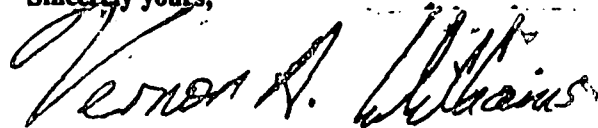
2/6/97

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW, Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/6/97 at 9:25AM, and assigned recordation number(s). 17406-C, 17407-A, 17423-D and 19016-A.

Sincerely yours,

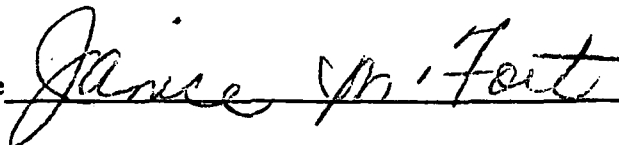


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 88.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



## EXHIBIT "A"

| QUANTITY | UNIT | ITEM | DESCRIPTION | PRICE     |
|----------|------|------|-------------|-----------|
| 1.00     | EA   | 008  | MP 710895   | 12,000.00 |
| 1.00     | EA   | 009  | MP 710922   | 12,000.00 |
| 1.00     | EA   | 010  | MP 711117   | 12,000.00 |
| 1.00     | EA   | 011  | MP 711174   | 12,000.00 |
| 1.00     | EA   | 012  | MP 711289   | 12,000.00 |
| 1.00     | EA   | 013  | MP 711299   | 12,000.00 |
| 1.00     | EA   | 014  | MP 711433   | 12,000.00 |
| 1.00     | EA   | 015  | MP 712070   | 12,000.00 |
| 1.00     | EA   | 016  | MP 712110   | 12,000.00 |
| 1.00     | EA   | 017  | MP 712128   | 12,000.00 |
| 1.00     | EA   | 018  | MP 712277   | 12,000.00 |
| 1.00     | EA   | 019  | MP 715346   | 12,000.00 |
| 1.00     | EA   | 006  | CGW 7011    | 12,000.00 |
| 1.00     | EA   | 007  | MP 710837   | 12,000.00 |
| 1.00     | EA   | 001  | UP 21686    | 12,000.00 |
| 1.00     | EA   | 020  | MP 715379   | 12,000.00 |
| 1.00     | EA   | 021  | MP 715513   | 12,000.00 |
| 1.00     | EA   | 022  | MP 715616   | 12,000.00 |
| 1.00     | EA   | 023  | MP 715887   | 12,000.00 |
| 1.00     | EA   | 004  | UP 22715    | 12,000.00 |

Acknowledged this 31<sup>st</sup> day of JANUARY, 19 97.

Boatmen's National Bank

By: 

Its: Vice President

## EXHIBIT "A"

|    |        |                                     |    |
|----|--------|-------------------------------------|----|
|    |        |                                     |    |
|    |        |                                     |    |
| UP | 21860  | TA LIT82 20 WALLULA WA NOV 21 0405  | 1  |
| UP | 22683  | TA LIT82 20 WALLULA WA NOV 21 0405  | 2  |
| UP | 22831  | TA XLIT82123 WALLULA WA NOV 24 1215 | 3  |
| UP | 76053  | TA LIT82 01 WALLULA WA DEC 02 0219  | 4  |
| UP | 81116  | TA LIT82 01 WALLULA WA DEC 02 0219  | 5  |
| UP | 81891  | TA LIT82 01 WALLULA WA DEC 02 0219  | 6  |
| MP | 710709 | TA LIT82 01 WALLULA WA DEC 02 0219  | 7  |
| MP | 710748 | TA LIT82 01 WALLULA WA DEC 02 0219  | 8  |
| MP | 710820 | TA LIT82 01 WALLULA WA DEC 02 0219  | 9  |
| MP | 710854 | TA LIT82 01 WALLULA WA DEC 02 0219  | 10 |
| MP | 710892 | TA LIT82 13 WALLULA WA DEC 14 0014  | 11 |
| MP | 710893 | TA LIT82 01 WALLULA WA DEC 02 0219  | 12 |
| MP | 710915 | TA LIT82 01 WALLULA WA DEC 02 0219  | 13 |
| MP | 710921 | TA LIT82 01 WALLULA WA DEC 02 0219  | 14 |
| MP | 710937 | TA LIT82 01 WALLULA WA DEC 02 0219  | 15 |
| MP | 710941 | TA LIT82 01 WALLULA WA DEC 02 0219  | 16 |
| MP | 710981 | TA LIT82 01 WALLULA WA DEC 02 0219  | 17 |
| MP | 711075 | ID BN WALWALLA WA NOV 15 0931       | 18 |
| MP | 711094 | TA LIT82 13 WALLULA WA DEC 14 0014  | 19 |
| MP | 711626 | TA LIT82 05 WALLULA WA DEC 06 0100  | 20 |
| MP | 711699 | TA LIT82 01 WALLULA WA DEC 02 0219  | 21 |
| MP | 711715 | TA LIT82 01 WALLULA WA DEC 02 0219  | 22 |
| MP | 711721 | TA LIT82 19 WALLULA WA DEC 20 0412  | 23 |
| MP | 711745 | TA LIT82 01 WALLULA WA DEC 02 0219  | 24 |
| MP | 711767 | TA LIT82 02 WALLULA WA DEC 03 0400  | 25 |
| MP | 711810 | TA LIT82 01 WALLULA WA DEC 02 0219  | 26 |
| MP | 711804 | TA LIT82 01 WALLULA WA DEC 02 0219  | 27 |
| MP | 712112 | TA LIT82 01 WALLULA WA DEC 02 0219  | 28 |
| MP | 712239 | TA LIT82 01 WALLULA WA DEC 02 0219  | 29 |
| MP | 715217 | TA LIT82 01 WALLULA WA DEC 02 0219  | 30 |

State of Washington

County of King

On this 4<sup>th</sup> day of February, 1997, I certify that this is a true and correct copy of a document in the possession of MetLife Capital Corporation.

Joeye Weyman

May 5, 1998

NOTARY PUBLIC  
My commission expires:

[NOTARIAL SEAL]